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July 17, 1995

RECORDATION NO. 16129-L, M, & N FILED 1425

JUL 17 1995 - 1 30 PM

Recordation No. 16129-L, M, and N INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 4 and is to be recorded under Recordation No. 16129-L. The second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 5 and is to be recorded under Recordation No. 16129-M. The third of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 6 and is to be recorded under Recordation No. 16129-N. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

OWNER TRUSTEE/SECURED PARTY

State Street Bank and Trust Company -
225 Franklin Street
Boston, MA 02101

SECURITY TRUSTEE/DEBTOR

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 15, 1988 between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16129-B.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

A short summary for each of the three Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in
Security Agreement and Trust Indenture under 16129-B."

Counterparts - 3 Hammers

RECEIVED
OFFICE OF THE
SECRETARY
JUL 17 1995
1 32 PM '95
ICC BRANCH

Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Allen H. Harrison, Jr.", followed by a large, stylized flourish or checkmark-like mark.

Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for Wilmington Trust Company.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

8310-020
BY HAND

JUL 17 1995 - 1 30 PM

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 4**

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 4 ("TRUST INDENTURE SUPPLEMENT NO. 4") dated as of February 1, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 88-4, and STATE STREET BANK AND TRUST COMPANY, a national banking association (the "Security Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of December 15, 1988, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16129-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of Itel Rail Corporation, eight hundred ninety-eight (898) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Lease"), dated as of December 15, 1988 between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation No. 16129 and

WHEREAS, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period June 1, 1992 - December 31, 1992.

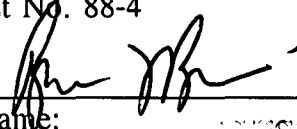
IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

WILMINGTON TRUST COMPANY
not individually but solely as Owner
Trustee under
Rail Trust No. 88-4

By _____

Name:

Title:


JOHN J. HESSON
VICE PRESIDENT

**STATE STREET BANK AND TRUST
COMPANY**

Security Trustee under Rail Trust No.
88-4

By _____

Name:

Title:


Ruth A. Smith
Assistant Vice President

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

On this 15 day of May, 1995, before me personally appeared Bruce L. Busson, personally known to me to be the person who executed the within instrument as a Vice President of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

Georgine A. Stanitski
Notary Public

GEORGINE A. STANITSKI
NOTARY PUBLIC

STATE OF MASSACHUSETTS)
) SS.
COUNTY OF SUFFOLK)

My Commission expires August 16, 1995

On this 6th day of June, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as a Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Brian Hunter
Notary Public

My Commission Expires April 6, 2001

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 4
TO RAIL TRUST NO. 88-4**

SCHEDULE A

Remarks for Period 6/1/92 to 12/31/92

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
GSOR	008322	HS	023080
GSOR	008324	HS	023082
GSOR	008333	HS	023091
GSOR	008335	HS	023093
GSOR	008336	HS	023094
GSOR	008337	HS	023095
GSOR	008338	HS	023096
GSOR	008339	HS	023097
GSOR	008340	HS	023098
GSOR	008341	HS	023099
GSOR	008342	HS	023100
GSOR	008343	HS	023101
HS	020009	TCWR	020009
HS	020091	HS	001417
PLCX	012750	KSSR	012750
PLCX	013900	HS	020290
PLCX	013918	HS	020291